

08-12-2002

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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ABLECO FINANCE LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other limited liability company

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: July 31, 2002

2. Name and address of receiving party(ies)

Name: FOOTHILL CAPITAL CORPORATION

Internal
Address: Suite 3000-West

Street Address: 2450 Colorado Avenue

City: Santa Monica State: CA Zip: 90404

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State California
☐ Other

If assignee is not domiciled in the United States, a domestic
 representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 PLEASE SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)
 PLEASE SEE ATTACHED SCHEDULE

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kate Gregor

Internal Address:

Brobeck Phleger & Harrison LLP

Suite 2100

Street Address: 550 South Hope Street

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41).....\$ 290.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

9. Signature.

Kate Gregor

Name of Person Signing

 Signature

August 9, 2002

Date

Total number of pages including cover sheet, attachments, and document:

5

08/13/2002 6TOM11 00000077 2152646

01 FC:441
02 FC:44240.00 DP
250.00 DP

Mail Documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002560 FRAME: 0554

SCHEDULE A

TRADEMARKS AND TRADEMARK LICENSES of PROPERTIES DEVELOPMENT CORPORATION

Property Name	Registration Number	Registration Date
Service Mark of the letter "D" with the number 1 superimposed on it.	2,152,646	April 21, 1998
Service Mark of the "D1" color logo	2,152,647	April 21, 1998
Service Mark "DecisionOne" "D1" logo	2,152,648	April 21, 1998
Service Mark "DecisionOne"	2,168,647	June 23, 1998
Service Mark "Needs: Many DecisionOne"	2,179,892	August 11, 1998
Service Mark "USERS: MANY DECISIONONE"	2,253,283	June 15, 1999
Service Mark "ExpertOne"	2,268,621	August 10, 1999
Service Mark "NetworkOne"	2,268,620	August 10, 1999
Service Mark "AssetOne"	2,268,619	August 10, 1999
Service Mark "MidrangeOne"	2,275,701	September 7, 1999
Service Mark "LogisticOne"	2,273,902	August 31, 1999

NOTICE OF ASSIGNMENT

This **NOTICE OF ASSIGNMENT** is executed as of July 31, 2002, by **ABLECO FINANCE LLC**, a Delaware limited liability company (in its capacity as an individual lender, together with its successors in such capacity, "Ableco," and in its capacity as the collateral agent for the lenders, together with its successors in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, **PROPERTIES DEVELOPMENT CORPORATION**, a Delaware corporation, and Collateral Agent are parties to that certain Trademark Security Agreement (the "Trademark Security Agreement") submitted for recordation with the United States Trademark Office on July 19, 2000, at Reel 2220, Frame 0920;

WHEREAS, concurrently herewith, Ableco, Collateral Agent, and Foothill Capital Corporation, a California corporation, in its capacity as an individual lender (together with its successors in such capacity, "Foothill"), and in its capacity as administrative agent for the lenders, and in its capacity as successor collateral agent for the lenders (together with its successors in such capacity, the "Successor Collateral Agent") are entering into that certain Resignation and Appointment Agreement, pursuant to which Ableco is resigning as Collateral Agent and Foothill is being appointed as the Successor Collateral Agent (the "Resignation and Appointment Agreement"); and

WHEREAS, Collateral Agent wishes to execute this Notice of Assignment for the purpose of giving notice of, among other things, the resignation and appointment pursuant to the Resignation and Appointment Agreement described above.

NOW, THEREFORE, all capitalized terms used herein and not defined herein shall have the meanings ascribed thereto in the Trademark Security Agreement.

NOW, THEREFORE, Ableco, in its capacity as Collateral Agent, hereby gives notice that pursuant to the Resignation and Appointment Agreement and as of the date of the Resignation and Appointment Agreement, (1) Ableco, in its capacity as Collateral Agent, is resigning as Collateral Agent, (2) Foothill is being appointed as the Successor Collateral Agent, (3) Ableco, in its capacity as Collateral Agent, is assigning to Foothill, in its capacity as Successor Collateral Agent, all of Ableco's right, title and interest in, to and under the Trademark Collateral and in, to and under the Trademark Security Agreement, and (4) Foothill, in its capacity as Successor Collateral Agent, is accepting all of Ableco's right, title and interest, as Collateral Agent, in, to and under the Trademark Collateral and the Trademark Security Agreement.

[Signature page follows.]

IN WITNESS WHEREOF, Ableco and Collateral Agent have caused this Notice of Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

ABLECO FINANCE LLC, a New York limited liability company, in its capacities as a lender and as the Collateral Agent

By:  _____

Name: Kevin Genda

Title: Senior Vice President

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